



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2008
OF THE CONDITION AND AFFAIRS OF THE

Priority Health Government Programs, Inc.

NAIC Group Code	3383 (Current Period)	3383 (Prior Period)	NAIC Company Code	11520	Employer's ID Number		32-0016523
Organized under the Laws of			Michigan	State of Domicile or Port of Entry			Michigan
Country of Domicile				United States			
Licensed as business type:		Life, Accident & Health [] Dental Service Corporation [] Other []	Property/Casualty [] Vision Service Corporation [] Is HMO, Federally Qualified? Yes [] No [X]	Hospital, Medical & Dental Service or Indemnity [] Health Maintenance Organization [X]			
Incorporated/Organized	06/03/2002		Commenced Business		10/01/2002		
Statutory Home Office	1231 East Beltline NE (Street and Number)			Grand Rapids, MI 49525-4501 (City, State and Zip Code)			
Main Administrative Office	1231 East Beltline NE (Street and Number)			Grand Rapids, MI 49525-4501 (City or Town, State and Zip Code)		616-942-0954 (Area Code) (Telephone Number)	
Mail Address	1231 East Beltline NE (Street and Number or P.O. Box)			Grand Rapids, MI 49525-4501 (City or Town, State and Zip Code)			
Primary Location of Books and Records	1231 East Beltline NE (Street and Number)			Grand Rapids, MI 49525-4501 (City, State and Zip Code)		616-464-8926 (Area Code) (Telephone Number)	
Internet Website Address	www.priority-health.com						
Statutory Statement Contact	Kristy Shoemaker (Name) kristy.shoemaker@priority-health.com (E-Mail Address)			616-464-8926 (Area Code) (Telephone Number) (Extension)		616-942-7916 (Fax Number)	

OFFICERS

Name	Title	Name	Title
Kimberly K Horn	President / Chief Executive Officer	Gregory A Hawkins	Treasurer / Chief Financial Officer
Judith W Hooyenga	Secretary		

OTHER OFFICERS

James F Byrne	Vice President		
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DIRECTORS OR TRUSTEES

James F Byrne	Neill P Gage	Gregory A Hawkins	Kimberly K Horn
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State of Michigan
County of Kent SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Kimberly K Horn President / Chief Executive Officer	Gregory A Hawkins Treasurer / Chief Financial Officer	Judith W Hooyenga Secretary
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a. Is this an original filing? Yes [X] No []

- b. If no,
 1. State the amendment number _____
 2. Date filed _____
 3. Number of pages attached _____

Subscribed and sworn to before me this
day of November, 2008

Cheryl Britcher, Executive Administrative Assistant
12/30/2011

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	1,083,824		1,083,824	1,041,125
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 9,901,870), cash equivalents (\$ 0) and short-term investments (\$ 20,451,701)	30,353,571		30,353,571	21,499,265
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	.0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	31,437,395	.0	31,437,395	22,540,390
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	182,260		182,260	102,499
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	226,944		226,944	892,450
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset			0	0
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)			0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	136,837		136,837	103,088
22. Health care (\$ 1,240,635) and other amounts receivable	1,240,635	20,225	1,220,410	1,078,651
23. Aggregate write-ins for other than invested assets	0	.0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	33,224,071	20,225	33,203,846	24,717,078
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	33,224,071	20,225	33,203,846	24,717,078
DETAILS OF WRITE-INS				
0901.			0	0
0902.			0	0
0903.			0	0
0998. Summary of remaining write-ins for Line 9 from overflow page	0	.0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	.0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	0	0	0	0

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)	13,261,652		.13,261,652	11,175,079
2. Accrued medical incentive pool and bonus amounts	793,386		.793,386	798,473
3. Unpaid claims adjustment expenses	149,503		.149,503	145,966
4. Aggregate health policy reserves			.0	0
5. Aggregate life policy reserves			.0	0
6. Property/casualty unearned premium reserve			.0	0
7. Aggregate health claim reserves			.0	0
8. Premiums received in advance	534,400		.534,400	573,947
9. General expenses due or accrued	140,282		.140,282	303,506
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			.0	0
10.2 Net deferred tax liability			.0	0
11. Ceded reinsurance premiums payable			.0	0
12. Amounts withheld or retained for the account of others			.0	0
13. Remittances and items not allocated			.0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			.0	0
15. Amounts due to parent, subsidiaries and affiliates	2,429,073		.2,429,073	274,654
16. Payable for securities	910,951		.910,951	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			.0	0
18. Reinsurance in unauthorized companies			.0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			.0	0
20. Liability for amounts held under uninsured plans			.0	0
21. Aggregate write-ins for other liabilities (including \$ current)	0	.0	.0	0
22. Total liabilities (Lines 1 to 21)	18,219,247	.0	.18,219,247	13,271,625
23. Aggregate write-ins for special surplus funds	XXX	XXX	.0	0
24. Common capital stock	XXX	XXX	.10,000	.10,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	.11,750,000	11,750,000
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	.1,000,000	.1,000,000
29. Unassigned funds (surplus)	XXX	XXX	.2,224,599	(1,314,547)
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24)	XXX	XXX		0
\$)				
30.2 shares preferred (value included in Line 25)	XXX	XXX		0
\$)				
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	.14,984,599	11,445,453
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	.33,203,846	24,717,078
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	.0	.0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	.0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. Appropriated Retained Earnings	XXX	XXX	.1,000,000	.1,000,000
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	.0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	.1,000,000	.1,000,000

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	468,825	.451,725	603,296
2. Net premium income (including \$ 0 non-health premium income).....	XXX	101,250,063	84,998,661	119,653,567
3. Change in unearned premium reserves and reserve for rate credits.....	XXX		.0	.0
4. Fee-for-service (net of \$ medical expenses).....	XXX		.0	.0
5. Risk revenue.....	XXX		.0	.0
6. Aggregate write-ins for other health care related revenues.....	XXX	(5,569,277)	(5,291,303)	(7,160,542)
7. Aggregate write-ins for other non-health revenues.....	XXX	0	.0	.0
8. Total revenues (Lines 2 to 7).....	XXX	95,680,786	79,707,358	112,493,025
Hospital and Medical:				
9. Hospital/medical benefits.....		62,066,953	.54,061,005	76,733,686
10. Other professional services.....		46,514	.31,515	43,639
11. Outside referrals.....		2,526,893	.2,488,262	3,417,968
12. Emergency room and out-of-area.....		.5,126,642	.4,648,370	5,883,520
13. Prescription drugs.....		13,876,571	.12,482,221	16,586,745
14. Aggregate write-ins for other hospital and medical.....	.0	.0	.0	.0
15. Incentive pool, withhold adjustments and bonus amounts.....		868,553	.607,021	885,181
16. Subtotal (Lines 9 to 15).....	.0	84,512,126	74,318,394	103,550,739
Less:				
17. Net reinsurance recoveries.....			.0	.0
18. Total hospital and medical (Lines 16 minus 17).....	.0	84,512,126	74,318,394	103,550,739
19. Non-health claims (net).....			.0	.0
20. Claims adjustment expenses, including \$ 123,476 cost containment expenses.....		1,234,760	.885,606	1,182,107
21. General administrative expenses.....		6,996,972	.5,018,435	6,698,606
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			.0	.0
23. Total underwriting deductions (Lines 18 through 22).....	.0	92,743,858	.80,222,435	.111,431,452
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	2,936,928	(515,077)	1,061,573
25. Net investment income earned.....		574,171	.762,042	1,021,406
26. Net realized capital gains (losses) less capital gains tax of \$.....			.0	.0
27. Net investment gains (losses) (Lines 25 plus 26).....	.0	574,171	.762,042	1,021,406
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)			.0	.0
29. Aggregate write-ins for other income or expenses.....	.0	.0	.0	.0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	3,511,099	.246,965	2,082,979
31. Federal and foreign income taxes incurred.....	XXX		.0	.0
32. Net income (loss) (Lines 30 minus 31).....	XXX	3,511,099	246,965	2,082,979
DETAILS OF WRITE-INS				
0601. QAAP Assessment.....	XXX	(5,569,277)	(5,291,303)	(7,160,542)
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	(5,569,277)	(5,291,303)	(7,160,542)
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	.0	.0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.0	0	.0	.0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.0	0	.0	.0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	0	0	0	0

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	11,445,453	9,410,747	9,410,747
34. Net income or (loss) from Line 32	3,511,099	246,965	2,082,979
35. Change in valuation basis of aggregate policy and claim reserves .....	.0	.0	.0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	.0	.0	.0
37. Change in net unrealized foreign exchange capital gain or (loss) .....	.0	.0	.0
38. Change in net deferred income tax .....	.0	.0	.0
39. Change in nonadmitted assets	28,048	(17,706)	(48,273)
40. Change in unauthorized reinsurance .....	.0	.0	.0
41. Change in treasury stock .....	.0	.0	.0
42. Change in surplus notes .....	.0	.0	.0
43. Cumulative effect of changes in accounting principles .....	.0	.0	.0
44. Capital Changes:			
44.1 Paid in .....	.0	.0	.0
44.2 Transferred from surplus (Stock Dividend) .....	.0	.0	.0
44.3 Transferred to surplus .....	.0	.0	.0
45. Surplus adjustments:			
45.1 Paid in .....	.0	.0	.0
45.2 Transferred to capital (Stock Dividend) .....	.0	.0	.0
45.3 Transferred from capital .....	.0	.0	.0
46. Dividends to stockholders .....	.0	.0	.0
47. Aggregate write-ins for gains or (losses) in surplus .....	.0	.0	.0
48. Net change in capital & surplus (Lines 34 to 47)	3,539,147	229,259	2,034,706
49. Capital and surplus end of reporting period (Line 33 plus 48)	14,984,600	9,640,006	11,445,453
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	.0	.0	.0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	101,876,022	119,178,972
2. Net investment income.....	488,133	1,007,917
3. Miscellaneous income	(5,547,729)	(7,047,065)
4. Total (Lines 1 to 3).....	96,816,426	113,139,824
5. Benefits and loss related payments	82,565,898	99,145,483
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	8,391,420	7,869,927
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0
10. Total (Lines 5 through 9).....	90,957,318	107,015,410
11. Net cash from operations (Line 4 minus Line 10).....	5,859,108	6,124,414
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,050,000	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(99,704)	68,042
12.7 Miscellaneous proceeds	1,012,315	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,962,611	68,042
13. Cost of investments acquired (long-term only):		
13.1 Bonds	1,086,422	1,035,563
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	1,660	68,042
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,088,082	1,103,605
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	874,529	(1,035,563)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	2,120,670	(414,590)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	2,120,670	(414,590)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	8,854,307	4,674,261
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	21,499,265	16,825,004
19.2 End of period (Line 18 plus Line 19.1)	30,353,572	21,499,265

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	50,775	.1,109	0	.0	0	0	.0	0	49,666	.0
2. First Quarter	51,748	.1,208	0	.0	0	0	.0	0	50,540	.0
3. Second Quarter	52,486	.1,310	0	.0	0	0	.0	0	51,176	.0
4. Third Quarter	53,751	.1,339							52,412	
5. Current Year	0									
6. Current Year Member Months .....	.468,825	11,285							.457,540	
Total Member Ambulatory Encounters for Period:										
7. Physician	380,945	.4,649							.376,296	
8. Non-Physician	26,407	.322							.26,085	
9. Total .....	.407,352	.4,971	0	.0	0	0	.0	0	.402,381	.0
10. Hospital Patient Days Incurred	11,141	.18							.11,123	
11. Number of Inpatient Admissions .....	.3,023	9							.3,014	
12. Health Premiums Written	101,387,355	932,723							.100,454,632	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	101,250,063	931,338							.100,318,725	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	82,594,694	586,263							.82,008,431	
18. Amount Incurred for Provision of Health Care Services	84,512,126	647,596							.83,864,530	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed-Uncovered						0
0399999 Aggregate Accounts Not Individually Listed-Covered	2,365,991					2,365,991
0499999 Subtotals	2,365,991	0	0	0	0	2,365,991
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	10,861,372
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	34,289
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	13,261,652
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	793,386

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	134,156	452,107	1,992	195,806	136,148	136,465
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	10,810,925	74,095,997	131,567	12,932,287	10,942,492	11,038,614
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	10,945,081	74,548,104	133,559	13,128,093	11,078,640	11,175,079
10. Healthcare receivables (a)	380,670	3,391,461	22,335	544,724	403,005	403,005
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	873,639			793,386	873,639	798,473
13. Totals	11,438,050	71,156,644	111,224	13,376,755	11,549,274	11,570,547

(a) Excludes \$0 loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Organization and Summary of Significant Accounting Policies

No material changes from year end disclosures.

2. Accounting Changes and Correction of Errors

No material changes from year end disclosures.

3. Business Combinations and Goodwill

No material changes from year end disclosures.

4. Discontinued Operations

No material changes from year end disclosures.

5. Investments

No material changes from year end disclosures.

6. Joint Ventures, Partnerships and Limited Liability Companies

No material changes from year end disclosures.

7. Investment Income

No material changes from year end disclosures.

8. Derivative Instruments

No material changes from year end disclosures.

9. Income Taxes

No material changes from year end disclosures.

10. Information Concerning Parent, Subsidiaries, and Affiliates

No material changes from year end disclosures.

11. Debt

No material changes from year end disclosures.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No material changes from year end disclosures.

13. Capital and Surplus, Shareholder's Dividend Restrictions, and Quasi-Reorganizations

No material changes from year end disclosures.

14. Contingencies

No material changes from year end disclosures.

15. Leases

No material changes from year end disclosures.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No material changes from year end disclosures.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

No material changes from year end disclosures.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

NOTES TO FINANCIAL STATEMENTS

No material changes from year end disclosures.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No material changes from year end disclosures.

20. September 11 Events

No material changes from year end disclosures.

21. Other Items

No material changes from year end disclosures.

22. Events Subsequent

No material changes from year end disclosures.

23. Reinsurance

No material changes from year end disclosures.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No material changes from year end disclosures.

25. Change in Incurred Claims and Claim Adjustment Expenses

No material changes from year end disclosures.

26. Intercompany Pooling Arrangements

No material changes from year end disclosures.

27. Structured Settlements

No material changes from year end disclosures.

28. Health Care Receivables

No material changes from year end disclosures.

29. Participating Policies

No material changes from year end disclosures.

30. Premium Deficiency Reserves

No material changes from year end disclosures.

31. Anticipated Salvage and Subrogation

No material changes from year end disclosures.

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.**GENERAL INTERROGATORIES**

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

- 2.2 If yes, date of change:

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
 If yes, attach an explanation.

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2006

- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2006

- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/26/2008

- 6.4 By what department or departments?
State of Michigan Office of Financial and Insurance Regulation.....

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] NA [X]

- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [X] NA []

- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

- 7.2 If yes, give full information:
.....

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.**GENERAL INTERROGATORIES**

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?..... Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
-
- 9.2 Has the code of ethics for senior managers been amended?..... Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
-
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
-

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?..... Yes [X] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:..... \$ 76,901

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)..... Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA:..... \$ 0

13. Amount of real estate and mortgages held in short-term investments:..... \$ 0

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?..... Yes [] No [X]
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?..... Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?..... Yes [] No []
If no, attach a description with this statement.

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [] No [X]

- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Mellon Trust.....	Pittsburgh, PA.....

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Michigan Department of Treasury.....	Lansing, Michigan.....	Statutory Deposit - Held by the State of Michigan.....

- 16.3 Have there been any changes, including name changes in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

- 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
n/a.....	Prime Advisors.....	Bloomfield, CT.....

- 17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

- 17.2 If no, list exceptions:

.....

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

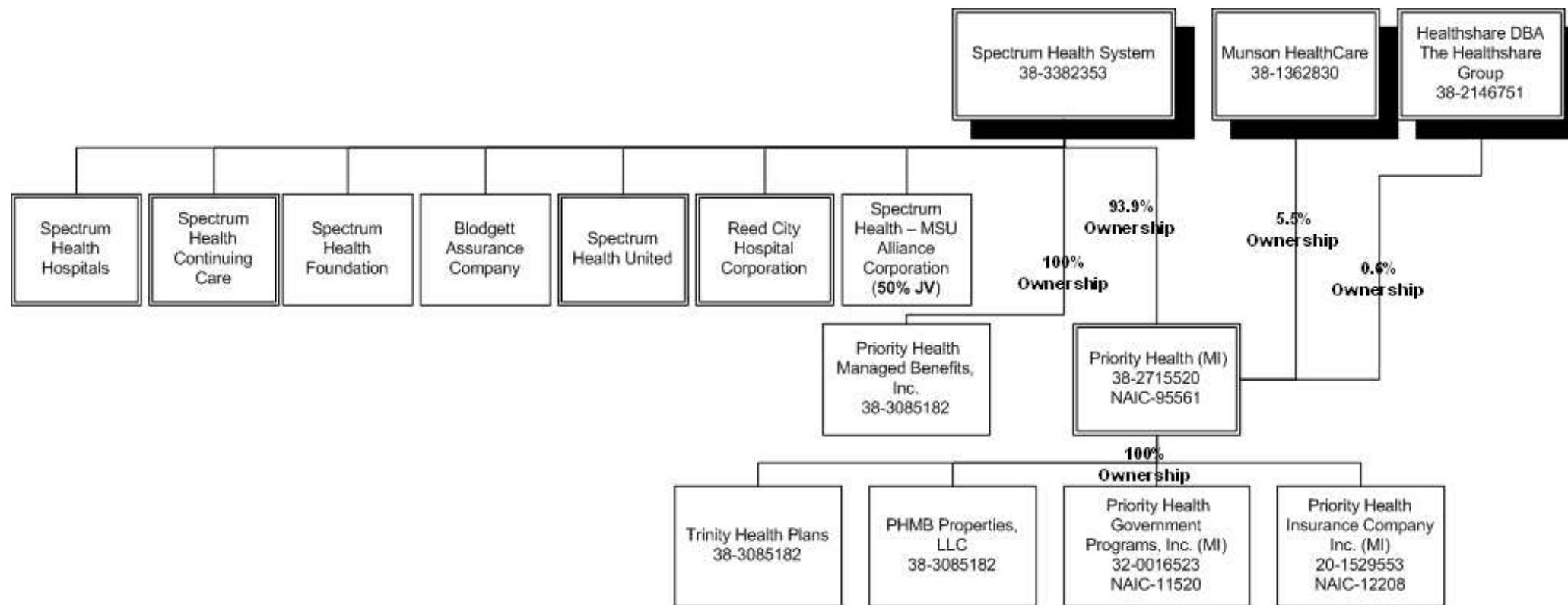
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
1. Alabama	AL	N.							0
2. Alaska	AK	N.							0
3. Arizona	AZ	N.							0
4. Arkansas	AR	N.							0
5. California	CA	N.							0
6. Colorado	CO	N.							0
7. Connecticut	CT	N.							0
8. Delaware	DE	N.							0
9. District of Columbia	DC	N.							0
10. Florida	FL	N.							0
11. Georgia	GA	N.							0
12. Hawaii	HI	N.							0
13. Idaho	ID	N.							0
14. Illinois	IL	N.							0
15. Indiana	IN	N.							0
16. Iowa	IA	N.							0
17. Kansas	KS	N.							0
18. Kentucky	KY	N.							0
19. Louisiana	LA	N.							0
20. Maine	ME	N.							0
21. Maryland	MD	N.							0
22. Massachusetts	MA	N.							0
23. Michigan	MI	L	932,723		100,454,632				101,387,355
24. Minnesota	MN	N.							0
25. Mississippi	MS	N.							0
26. Missouri	MO	N.							0
27. Montana	MT	N.							0
28. Nebraska	NE	N.							0
29. Nevada	NV	N.							0
30. New Hampshire	NH	N.							0
31. New Jersey	NJ	N.							0
32. New Mexico	NM	N.							0
33. New York	NY	N.							0
34. North Carolina	NC	N.							0
35. North Dakota	ND	N.							0
36. Ohio	OH	N.							0
37. Oklahoma	OK	N.							0
38. Oregon	OR	N.							0
39. Pennsylvania	PA	N.							0
40. Rhode Island	RI	N.							0
41. South Carolina	SC	N.							0
42. South Dakota	SD	N.							0
43. Tennessee	TN	N.							0
44. Texas	TX	N.							0
45. Utah	UT	N.							0
46. Vermont	VT	N.							0
47. Virginia	VA	N.							0
48. Washington	WA	N.							0
49. West Virginia	WV	N.							0
50. Wisconsin	WI	N.							0
51. Wyoming	WY	N.							0
52. American Samoa	AS	N.							0
53. Guam	GU	N.							0
54. Puerto Rico	PR	N.							0
55. U.S. Virgin Islands	VI	N.							0
56. Northern Mariana Islands	MP	N.							0
57. Canada	CN	N.							0
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal		XXX	932,723	0	100,454,632	0	0	101,387,355	0
60. Reporting entity contributions for Employee Benefit Plans		XXX							0
61. Total (Direct Business)	(a) 1	932,723	0	100,454,632	0	0	0	101,387,355	0
DETAILS OF WRITE-INS									
5801.		XXX							
5802.		XXX							
5803.		XXX							
5898. Summary of remaining write-ins for Line 58 from overflow page.		XXX	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)		XXX	0	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....	0	0
2.2 Additional investment made after acquisitions.....	0	0
3. Current year change in encumbrances.....	0	0
4. Total gain (loss) on disposals.....	0	0
5. Deduct amounts received on disposals.....	0	0
6. Total foreign exchange change in book/adjusted carrying value.....	0	0
7. Deduct current year's other than temporary impairment recognized.....	0	0
8. Deduct current year's depreciation.....	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amount.....	0	0
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....	0	0
2.2 Additional investment made after acquisitions.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted accounts.....	0	0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE BA – VERIFICATION

Other Long Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....	0	0
2.2 Additional investment made after acquisitions.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and depreciation.....	0	0
9. Total foreign exchange change in book/adjusted carrying value.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....	0	0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	1,041,125	0
2. Cost of bonds and stocks acquired.....	1,086,422	1,035,563
3. Accrual of discount.....	8,875	5,562
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration for bonds and stocks disposed of.....	1,050,000	0
7. Deduct amortization of premium.....	2,598	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	1,083,824	1,041,125
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	1,083,824	1,041,125

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	17,453,404	14,054,896	9,910,607	(62,169)	19,748,385	17,453,404	21,535,525	9,304,250
2. Class 2 (a).....	0	0	0	0	0	0	0	0
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds.....	17,453,404	14,054,896	9,910,607	(62,169)	19,748,385	17,453,404	21,535,525	9,304,250
PREFERRED STOCK								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	17,453,404	14,054,896	9,910,607	(62,169)	19,748,385	17,453,404	21,535,525	9,304,250

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$0 ; NAIC 2 \$0 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
82999999 Totals	20,451,701	XXX	20,561,567	427,389	85,309

SCHEDULE DA - VERIFICATION

Short-Term Investments		1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....		8,263,125	8,861,901
2. Cost of short-term investments acquired		39,439,705	17,465,398
3. Accrual of discount.....			
4. Unrealized valuation increase (decrease).....		(101,364)	.68,042
5. Total gain (loss) on disposals.....		1,660	0
6. Deduct consideration received on disposals.....		27,151,425	18,132,216
7. Deduct amortization of premium.....			
8. Total foreign exchange change in book/adjusted carrying value.....			0
9. Deduct current year's other than temporary impairment recognized.....			
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....		20,451,701	8,263,125
11. Deduct total nonadmitted amounts.....			0
12. Statement value at end of current period (Line 10 minus Line 11)		20,451,701	8,263,125

Schedule DB - Part F - Section 1
NONE

Schedule DB - Part F - Section 2
NONE

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents.....	1,002,280	0
3. Accrual of discount.....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	1,000,000	0
7. Deduct amortization of premium.....	2,280	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator ^(a)
.912828-ED-8.....	US TREASURY N/B.....		.08/08/2008.....	MELLON.....		1,086,422	1,050,000	20,823	.....
0399999 - Total - Bonds - U.S. Government						1,086,422	1,050,000	20,823	XXX
6099997 - Total - Bonds - Part 3						1,086,422	1,050,000	20,823	XXX
6099999 - Total - Bonds						1,086,422	1,050,000	20,823	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	XXX
7299999 - Total - Common Stocks						0	XXX	0	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	XXX
7499999 - Totals						1,086,422	XXX	20,823	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0 .

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1 CUSIP Identifi- cation	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
912828-BG-4	US TREASURY N/B.....		08/15/2008	MATURITY.....		1,050,000	1,050,000	1,035,563	1,041,125	0	8,875	0	8,875	0	1,050,000	0	0	0	34,125	08/15/2008	1
039999 - Bonds - U.S. Governments						1,050,000	1,050,000	1,035,563	1,041,125	0	8,875	0	8,875	0	1,050,000	0	0	0	34,125	XXX	XXX
609999 - Bonds - Part 4						1,050,000	1,050,000	1,035,563	1,041,125	0	8,875	0	8,875	0	1,050,000	0	0	0	34,125	XXX	XXX
6099999 - Total - Bonds						1,050,000	1,050,000	1,035,563	1,041,125	0	8,875	0	8,875	0	1,050,000	0	0	0	34,125	XXX	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299999 - Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7499999 Totals						1,050,000	XXX	1,035,563	1,041,125	0	8,875	0	8,875	0	1,050,000	0	0	0	34,125	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0 .

Schedule DB - Part A - Section 1
NONE

Schedule DB - Part B - Section 1
NONE

Schedule DB - Part C - Section 1
NONE

Schedule DB - Part D - Section 1
NONE

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE E - PART 1 - CASH

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Priority Health Government Programs, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

NON

60E